

## The file for the registration of Branches

**The file for the registration at the Trade Register, for the fiscal registration, and for the authorization to operate of branches set up in Romania by a company registered abroad shall contain the following documents:**

1. The registration application (original), in one copy;
2. Translated and certified copies from the registration document of the company, with social headquarters in foreign countries, from its statutory body's decision, regarding the branch establishment, and from the appointment document of the branch mandated individual, if this appointment was not stipulated in decision, inclusive from the document which proves the last financial position of the tradesman from foreign countries, approved, verified or published according to the legislation of that state where the foreign company has the social headquarters;
3. The declarations given by the branch legal representatives, proving they meet the legal requirements to hold these positions, namely to represent at tribunal the tradesman from foreign countries (original);
4. The signature specimens of the branch representatives (original);
5. The solvability certificate for the non-resident legal entities contributing to the founding of the company, issued by a bank from the home country (translated and legalized copy);
6. The evidence regarding the branch headquarters (copy);
7. If necessary, the agreement to use the company name, as stipulated by art. 39 of Law no. 26/1990 reissued, with the subsequent modifications and additions (original);
8. If necessary, the special or attorney's mandate for the individuals designated to complete the legal formalities (original);
9. Standardized declaration (original) signed by the branch legal representatives , stating, whichever may be the case, that:
  - the branch does not perform, at the social headquarters any of the activities stated, for a maximum period of 3 years (template 1);
  - the branch meets the operation requirements stipulated by the specific legislation regarding fire prevention and extinction, sanitary and sanitary-veterinary protection, environment protection and work safety for the activities stated in the standardized declaration
10. If necessary, the preliminary approvals stipulated by special laws (original);
11. The evidence regarding the payment of the legal fees:
  - the judicial stamp fee, original;
  - judicial stamps;
  - the register fees;
  - the fee for the publication in the Official Gazette, Part IV.

## **NOTE:**

For branches, the confirmation evidence for the availability and the reservation of the company name and/or logo is not compulsory.

The name of a foreign company's branch located in Romania, will must contain also the mention of the main headquarters from foreign countries.

The copies of the proving documents will be certified for conformity with the originals and signed by the individuals who are legally authorized to draw up and sign the application; their names must be spelled in such a way that they can be easily read.

In the case of the non-resident individuals or legal entities, translated and legalized copies will be submitted.

The sheets of the registration file will be numbered in order, starting from the right-hand cover. It is compulsory to fill in the index included in the registration application. The ruling of the application is the responsibility of the assigned judge, who can require additional pieces of evidence, beside the ones that have been enumerated. This is a general guide designed to inform trades people about their obligations in order to meet the legal requirements for the registration at the Trade Register and/or for the authorization to operate, based on standardized declarations.

The drawing up of the documentation, the obtainment of the authentication or, whichever the case may be, the granting of a certain date and directions to fill in the registration application are provided for a fee by the assistance service/bureau of the Trade Register Office beside the court. Forms are distributed at the headquarters of the Trade Register Office. The file must be submitted at the headquarters of the Trade Register Office.

1 The document which is stipulated at item 2 will contains: the name of the branch, headquarters, as well the branch legal representatives, the limits of the conferred power, inclusive the domain and the main activity, coded according to the CAEN Nomenclature updated by Order no. 601/2002 of the President of the National Statistics Institute, and the object of activity must be expressed by three-digit CAEN groups for fields of activity and four-digit CAEN classes for activities;

2 The following can constitute evidence for the branch headquarters:

-sale-purchasecontract,registered\*,

- exchange contract, registered\*;

- lease contract: registered at the Public Finance Administration for those signed between individuals and legal entities; not registered at the Public Finance Administration for those signed between legal entities.

- sublease contract;

- concession contract, registered\*;

- real estate lease contract;

- commodate contract, in original, in authenticated form or under private signature, accompanied by the owner's evidence, registered\*;

- donation contract in authenticated form, registered\*;

- use contract;
- usufruct contract;
- excerpt from the land record, valid at the date of the submission – for any of the documents required as evidence for the headquarters (including the case of the contribution to the social capital at the founding of the company, under the contributing partner's own name);
- valid fiscal/farming certificate;
- inheritor's certificate;
- notary document certifying the cessation of the state of indivision or the delimitation of the property, registered\*;
- final court decision concerning the property (registered\*) or the use/usufruct;
- final court decision settling the cessation of the state of indivision, registered\*;
- written record of the reception of the building, registered\*;
- document certifying the sale of the building through distraintment;

*\* For the documents completed and transcribed prior to the date when Law no. 7/1996, concerning cadastre and real estate advertising, became effective, the provision of art. 58 of the Law will apply.*

*In all the cases when the company's headquarters was established in a residential collective building, the applicant will submit the agreement of the building's owner/owners' association/residents' association, as well as the agreement of the neighbors living on the horizontal and the vertical, as stipulated by O.G. no. 85/2001 and H.G. no. 400/2003; these agreements are not necessary when the ground floor of the residential building comprises areas built for commercial purposes.*

3. The declarations of the persons who have the legal obligation to submit them can be given in a form authenticated by a notary public, before the assigned judge or the manager of the Trade Register Office, in a form certified by the attorney in compliance with Law no. 51/1995 modified or through the granting of a certain date by the assistance office of the Trade Register.

4. The signature specimens of the branch representatives, if they were assigned through the founding document, must be submitted at the Trade Register Office together with the registration application and can be given in the presence of the assigned judge or of the manager of the Trade Register or of his substitute, who will certify the signatures. Also, the validation of the signature specimens of the company's representative can be done by presenting a signature specimen legalized by the notary public;

5 Legal fees can be paid in cash or through a bank card at the headquarters of the Trade Register. Also, fees and charges can be paid through postal money-order or payment order. The judicial stamp fees are to be paid at the State Treasury of the city where the headquarters of the Trade Register is located; mention must be made that the beneficiary of the amount is the local city hall.